



CORPORATION SERVICE COMPANY

RECORDATION NO. 21833-P FILED

SEP 15 '04 12-56 PM

SURFACE TRANSPORTATION BOARD



September 14, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 132215-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 12, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **UNION PACIFIC RAILROAD COMPANY**
1400 Douglas Street, STOP 0780 Omaha, NE 68179-0780

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNION PACIFIC RAILROAD COMPANY**, covering 100 tank cars with reporting marks and numbers -CHTT 200200 - CHTT 200299 - INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #21833 dated 12/07/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12th day of July, 2004, effective as of November 11, 2003, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Union Pacific Railroad Company, a Delaware corporation, with an address at 1400 Douglas Street, STOP 0780, Omaha, Nebraska 68179-0780 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 11, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on December 7, 1998 and given Recordation Number 21833.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNION PACIFIC RAILROAD COMPANY

By: Robert J. Brundt
Name: Robert J. Brundt
Title: Director Fleet Mgmt

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars			Equipment Description		
100			3,250 C.F. covered hopper car with gravity gates and round hatches		
1	CHTT	200200	53	CHTT	200252
2	CHTT	200201	54	CHTT	200253
3	CHTT	200202	55	CHTT	200254
4	CHTT	200203	56	CHTT	200255
5	CHTT	200204	57	CHTT	200256
6	CHTT	200205	58	CHTT	200257
7	CHTT	200206	59	CHTT	200258
8	CHTT	200207	60	CHTT	200259
9	CHTT	200208	61	CHTT	200260
10	CHTT	200209	62	CHTT	200261
11	CHTT	200210	63	CHTT	200262
12	CHTT	200211	64	CHTT	200263
13	CHTT	200212	65	CHTT	200264
14	CHTT	200213	66	CHTT	200265
15	CHTT	200214	67	CHTT	200266
16	CHTT	200215	68	CHTT	200267
17	CHTT	200216	69	CHTT	200268
18	CHTT	200217	70	CHTT	200269
19	CHTT	200218	71	CHTT	200270
20	CHTT	200219	72	CHTT	200271
21	CHTT	200220	73	CHTT	200272
22	CHTT	200221	74	CHTT	200273
23	CHTT	200222	75	CHTT	200274
24	CHTT	200223	76	CHTT	200275
25	CHTT	200224	77	CHTT	200276
26	CHTT	200225	78	CHTT	200277
27	CHTT	200226	79	CHTT	200278
28	CHTT	200227	80	CHTT	200279
29	CHTT	200228	81	CHTT	200280
30	CHTT	200229	82	CHTT	200281
31	CHTT	200230	83	CHTT	200282
32	CHTT	200231	84	CHTT	200283
33	CHTT	200232	85	CHTT	200284
34	CHTT	200233	86	CHTT	200285
35	CHTT	200234	87	CHTT	200286
36	CHTT	200235	88	CHTT	200287
37	CHTT	200236	89	CHTT	200288
38	CHTT	200237	90	CHTT	200289
39	CHTT	200238	91	CHTT	200290
40	CHTT	200239	92	CHTT	200291
41	CHTT	200240	93	CHTT	200292
42	CHTT	200241	94	CHTT	200293
43	CHTT	200242	95	CHTT	200294
44	CHTT	200243	96	CHTT	200295
45	CHTT	200244	97	CHTT	200296
46	CHTT	200245	98	CHTT	200297
47	CHTT	200246	99	CHTT	200298
48	CHTT	200247	100	CHTT	200299
49	CHTT	200248			
50	CHTT	200249			
51	CHTT	200250			
52	CHTT	200251			